

1989

BY-LAWS

OF

MILWAUKEE RADIO AMATEUR'S CLUB, INC

ARTICLE I

MEMBERSHIP

The Corporation shall have six classes of membership consisting of the following:

1. REGULAR MEMBERS shall hold a valid United States Amateur Radio Operator License and have a bona-fide interest in amateur radio activities.

2. ASSOCIATE MEMBERS shall have a bona-fide interest in amateur radio activities.

3. STUDENT MEMBERS shall be a full time student at any institution of learning and hold a valid United States Amateur Radio Operator License and have a bona-fide interest in amateur radio.

4. NON RESIDENT MEMBERS shall have a bona-fide interest in amateur radio activities and who do not reside in Milwaukee County or the counties adjacent to it in the State of Wisconsin.

5. LIFE MEMBERS shall be elected from the Regular Members by the Board of Directors after such member has attained the age of 60 or more years and has been a member in good standing for at least 20 years continuously and immediately before reaching the required age.

6. HONORARY MEMBERS shall be selected by the Board of Directors and shall be individuals who have contributed outstanding service to or for amateur radio.

Each member of the corporation, with the exception of honorary members, shall, if in good standing and present at a meeting, be eligible to participate in the business meetings of the corporation and serve in any of its elective or appointed positions, and shall have a vote at the annual meeting of the corporation.

## ARTICLE II

### PURPOSE

In addition to the purposes of the corporation set forth in its Articles of Incorporation, its purposes are to foster the ownership, operation and maintenance of amateur, special amateur or experimental radio telegraphic and telephonic station or stations; to promote the art, science, and technology of radio telegraphy, telephony, video and data transmission, and allied subjects among its members; conduct courses of instruction for each of the five (5) grades of amateur radio operator license applicants; conduct field tests for emergency communications; associate or affiliate itself with the American Radio Relay League, Inc., of Newington, Connecticut, or any other radio telegraphic or telephonic organization or organizations; to promote more effective relaying of friendly messages between the different stations for orderly operation and practical improvement of short-wave radio telegraphic communication; for organizing area wide radio amateurs into an effective unit to provide its membership with the educational means to acquire the latest technology with respect to its activities; and to comply with all rules and regulations of the Federal Communications Commission and the State of Wisconsin with respect thereto.

## ARTICLE III

Section 1. Annual Meetings. there shall be an annual meeting on the second Thursday of May of each year for the election of Directors and officers and for receiving the annual reports of the officers, directors, and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least five (5) days prior to the meeting and shall state its time and place.

Section 2. Special Meetings. Special meetings shall be called by the Board of Directors at its discretion.

Section 3. Place of Meeting. Meetings of the members shall be held at such place designated by the Board of Directors.

Section 4. Quorum. The presence in person or by proxy of 15% of the members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business; however, a quorum shall not include Non-Resident members absent from the meeting nor Life Members absent from the meeting and not residents of the State of Wisconsin.

Section 5. Order of Business The order of business shall be governed by Robert's Rules of Order.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, and business of the corporation shall be managed by the Board of Directors.

Section 2. Number and Term of Office. The Board of Directors shall consist of twelve (12) persons. They shall be: a Chairman, the five (5) officers of the corporation, and six elected directors. All directors and officers shall be elected by the members from the Regular Members and the Life Members and shall hold office until their successors are elected. The term of office shall be two (2) years. At the expiration of any term, any director may be re-elected. The Chairman of the Board of Directors shall be the immediate Past President of the Corporation and, if absent, the next Immediate Past President. The Chairman shall have no voting rights except in the case of a tie vote among the Directors.

Section 3. Organization. At all meetings of the Board of Directors, the Chairman shall preside, and, if absent, the President, and in the absence of the President, the first Vice-President.

Section 4. Resignation and Removal Any director of the corporation may resign at any time by giving written notice to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Any one or more of the Directors may be removed either with or without cause at any time, by vote of a quorum of the club members present at any special meeting called for that purpose.

Section 5. Place of Meeting. The meetings of the Board of Directors shall be held at such place as shall be designated in the notice of meeting thereof.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately succeeding the annual election by the membership, with the power to adjourn and re-adjourn.

Section 7. Special Meetings. Special meetings of the Board

of Directors shall be had upon written demand of two (2) directors addressed to the President, a Vice-President, or Secretary of the corporation, stating the purpose or object thereof. Notice of such meeting shall be made by any means of communication to each director at least two (2) days before the date on which such meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting. No business other than that so stated in the notice shall be transacted at said meeting without the consent of a majority of all the members of the Board of Directors.

Section 8. Quorum and Manner of Acting. A majority of the Directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. The act of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum be had. The Directors present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Notice of any adjourned meeting need not be given. In accordance with Section 181.72, Wis. Stats., any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing signed by all of the Directors.

Section 9. Absence. Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating the reasons for so doing, and if such excuse should not be accepted by the members of the Board, such seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy. The person so chosen shall hold office until the next annual meeting, or until a successor shall have been chosen at a special meeting of the members.

Section 10. Notice of Meeting - Waiver. Notice shall be given to each Director of the time and place of each meeting of the Board, but any Director may in writing either before or after the meeting waive notice thereof; and without notice, any Director, by attendance at such meeting, shall be deemed to have waived notice, and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the members of the Board of Directors shall be present thereat.

## ARTICLE V

### [OFFICERS]

Section 1. Number. The officers of the Corporation shall be a President, a first Vice-President, a second Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may designate.

Section 2. Nominating Committee. Not less than three (3) months prior to the annual membership meeting, the president shall appoint a nomination committee, consisting of four (4) regular members, at least two (2) of whom shall be former presidents or past directors or officers of the club, which shall select candidates for election as officers.

This committee shall report its selection to the regular March meeting of the membership. Floor nominations, if any, shall be made at the April membership meeting.

Section 2. Election, Installation and Term of Office. The officers of the corporation shall be elected by the members at the Annual meeting. Newly elected officers shall be formally installed at the regular June meeting of the Board of Directors. Each officer shall continue in office until a successor is duly elected, qualified, and shall have entered upon the discharge of such duties, or until such officer shall have been removed in the manner hereinafter provided. The President shall hold office until a successor has been elected and qualified.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in these By-laws for regular appointments or elections to such office.

Section 5. Salaries. No compensation or payment shall ever be made or paid to any officer of this corporation except as a reasonable allowance for actual expenditures or for services actually rendered.

Section 6. President. The President shall preside at the regular and special meetings of the membership and shall do and perform such duties as may from time to time be assigned by the



Board of Directors; shall have power to appoint committees to carry on the activities of the corporation, and may sign and execute all authorized bonds, contracts, or other obligations in the name of the corporation.

Section 7. Vice Presidents. The membership shall elect two (2) Vice-Presidents with their respective designations and duties as follows:

First Vice-President. This officer shall discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter, and shall have charge of all technical and speaker programs and all other programs of the year as prescribed by the Board of Directors in addition to any other duties.

Second Vice-President. This officer shall be responsible for promoting membership and attendance at the meetings of the corporation in addition to the duties as may be assigned by the Board of Directors, and shall take the place of the First Vice-President in his/her absence.

Section 8. Secretary. The membership shall elect a Secretary who shall keep the minutes of all meetings of the membership and the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval; shall give notices for all meetings and, in general, perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the Board of Directors.

Section 9. Treasurer. The membership shall elect a Treasurer who shall have charge of all receipts and moneys of the corporation, deposit them in the name of the corporation in a bank approved by the Board of Directors, and disburse funds as authorized by the Board of Directors. The Treasurer shall keep regular accounts of receipts and disbursements, submit a record when requested, and give an itemized statement at regular meetings of the corporation. In general, perform all the duties incident to and customarily performed by such officer, and perform such other duties as may from time to time be assigned by the Board of Directors.

## ARTICLE VI

### Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1. Contracts, etc. - How Executed. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, of the corporation to enter into any contract or execute and deliver any

Instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any pecuniary amount.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution or from any firm, corporation, or individual; and for such loans and advances may make, execute and deliver promissory notes or other evidence of indebtedness of the corporation, and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the corporation, may, subject to the provisions of the Certificate of Incorporation, mortgage, pledge, hypothecate, or transfer any real or personal property at any time held by the corporation, and to that end execute instruments of mortgage or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such person or persons in such manner as shall from time to time be designated by the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or officers, agent or agents, of the corporation to whom such power may from time to time be delegated by the Board of Directors, and for the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the corporation.

## ARTICLE VII

### Fiscal Year

The corporation shall operate on a calendar year basis.

## ARTICLE VIII

### Seal

The corporation shall have a corporate seal.

## ARTICLE IX

### Amendments to By-laws

These By-laws may be amended by the majority vote of a quorum of the members entitled to vote at any meeting of the corporation.